

Hearing Date: February 22, 2012 at 10:00 a.m.
Objection Deadline: February 15, 2012 at 4:00 p.m.

COVINGTON & BURLING LLP

The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405
(212) 841-1069
Counsel for Wilmington Trust Company,
as member of the Committee and indenture trustee

STROOCK & STROOCK & LAVAN LLP

180 Maiden Lane
New York, NY 10038-4982
(212) 806-5400
Counsel for Mizuho Corporate Bank, Ltd.,
as member of the Committee

SHEPPARD MULLIN RICHTER & HAMPTON LLP

30 Rockefeller Plaza
New York, NY 10112
(212) 653-8700
Counsel for the Bank of NY Mellon,
as member of the Committee and indenture trustee

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

551 Fifth Avenue, 18th Floor
(212) 986-6000
New York, New York 10176
Counsel for Elliott Management Corp.,
as member of the Committee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

**METROPOLITAN LIFE INSURANCE CO.,
as member of the Committee**
10 Park Avenue
P.O. Box 1902
Morristown, New Jersey 07962-1902
(973) 355-4581

SULLIVAN & WORCESTER LLP

One Post Office Square
Boston, MA 02109
(617) 338-2880
Counsel for U.S. Bank National Association,
as member of the Committee and indenture
trustee

ARENT FOX LLP

1675 Broadway
New York, NY 10019
(212) 484-3957
Counsel for The Vanguard Group,
as member of the Committee

VINSON & ELKINS LLP

666 Fifth Avenue
New York, New York 10103-0040
(212) 237-0000
Counsel for Shinsei Bank, Limited,
as former member of the Committee

X

:

Chapter 11 Case No.

:

08-13555 (JMP)

:

(Jointly Administered)

:

X

**NOTICE OF AMENDMENT TO OMNIBUS APPLICATION OF (I) INDIVIDUAL
MEMBERS OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND
(II) INDENTURE TRUSTEES PURSUANT TO SECTION 1129(a)(4), OR,
ALTERNATIVELY, SECTIONS 503(b)(3)(D) AND 503(b)(4) OF BANKRUPTCY
CODE FOR PAYMENT OF FEES AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on January 30, 2012, The Bank of NY Mellon (“BNYM”), Elliott Management Corp., Mizuho Corporate Bank, Ltd., Metropolitan Life Insurance Co., Shinsei Bank, Limited, U.S. Bank National Association (“US Bank”), The Vanguard Group, and Wilmington Trust Company (“Wilmington”), each in its capacity as a current or former member (in such capacities, the “Committee Members”) of the Official Committee of Unsecured Creditors of Lehman Brothers Holding, Inc. and the other above-captioned debtors (together with LBHI, the “Debtors”); and Wilmington, BNYM, and US Bank, each in its capacity as indenture trustee for various notes issued by LBHI (in such capacities, the “Indenture Trustees” and, together with the Committee Members, the “Applicants”) filed an omnibus application (the “Application”) (Docket No. 24762), pursuant to section 1129(a)(4) and/or sections 503(b)(3)(D) and 503(b)(4) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. for approval of the payment by the Debtors of the fees and expenses of each Applicant incurred in connection with the above-captioned chapter 11 cases. The Application is scheduled to be heard before the Honorable James. M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green New York, New York 10004, in Court Room 601, on February 22, 2012, at 10:00 a.m. Eastern Time.

PLEASE TAKE FURTHER NOTICE that, subsequent to the filing of the Application, it came to the Applicants’ attention that the Summary of Fees and Expenses, annexed to the Application as Exhibit A, did not provide, due to a computational error, a complete summary of the requested Fees and Expenses. Accordingly, the Applicants file this amendment to make the following three changes to the Application:

1. Exhibit A to the Application, as filed, is amended and superseded by Exhibit A to this Notice of Amendment.

2. Paragraph 22 is amended to substitute “\$26.3 million” for “\$24.6 million” and to read as follows:

Applying this liberal standard, the Court should conclude that the Fees and Expenses are reasonable. Given the complexity of the Chapter 11 Cases and the amount of work performed by the Applicants and their legal advisors, the Applicants respectfully submit that the amount of the Fees and Expenses, aggregating to **\$26.3 million** (as set forth on Exhibit A hereto), while not insubstantial, is reasonable in relation to other costs in these Chapter 11 Cases, which, at this juncture, exceed \$1.5 billion, as well as the total value of the Debtors’ assets and likely distributions to creditors. Thus, the Fees and Expenses are clearly reasonable under the **Congoleum** standard.

3. Paragraph 43 is amended to substitute (i) “\$25,358,967.55” for “\$24,316,829.55”; (ii) “\$932,148.66” for “\$236,308.00”; and (iii) “\$26,291,116.21” for “\$24,553,137.39” and to read as follows:

The Applicants seek approval of the payment by the Debtors, as reflected in the Time and Expense Records, of (i) **\$25,358,967.55** in fees for services rendered from the Petition Date through December 31, 2011; and (ii) **\$932,148.66** in expenses incurred in connection with rendering such services during the same period—for a total award of **\$26,291,116.21**. Such amounts would be payable on the Effective Date, or as soon thereafter as practicable.

Dated: New York, New York
February 1, 2012

COVINGTON & BURLING LLP

By: /s/ Michael B. Hopkins

Michael B. Hopkins
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405
Telephone: (212) 841-1064
Fax: (646) 441-9064
Counsel for Wilmington Trust Company, as member
of the Committee and indenture trustee

STROOCK & STROOCK & LAVAN LLP

By: /s/ Mark A. Speiser

Mark A. Speiser
180 Maiden Lane
New York, NY 10038-4982
Phone: (212) 806-5400
Fax: (212) 806-6006
Counsel for Mizuho Corporate Bank, Ltd., as member
of the Committee

**SHEPPARD MULLIN RICHTER & HAMPTON
LLP**

By: /s/ Russell L. Reid

Russell L. Reid, Jr.
30 Rockefeller Plaza
New York, NY 10112
Phone: (212) 653-8700
Fax: (212) 653-8701
Counsel for the Bank of NY Mellon, as member of
the Committee and indenture trustee

**KLEINBERG, KAPLAN, WOLFF & COHEN,
P.C.**

By: /s/ Matthew J. Gold

Matthew J. Gold
551 Fifth Avenue, 18th Floor
New York, New York 10176
Phone: (212) 986-6000
Fax: (212) 986-8866
Counsel for Elliott Management Corp., as member of
the Committee

**METROPOLITAN LIFE INSURANCE CO., as
member of the Committee**

By: /s/ Thomas Pasuit

Thomas Pasuit
10 Park Avenue
P.O. Box 1902
Morristown, New Jersey 07962-1902
Phone: (973) 355-4581
Fax: (973) 355-4230

SULLIVAN & WORCESTER LLP

By: /s/ Richard Hiersteiner

Richard Hiersteiner
One Post Office Square
Boston, MA 02109
Phone: (617) 338-2800
Fax: (617) 338-2880
Counsel for U.S. Bank National Association, as
member of the Committee and indenture trustee

ARENT FOX LLP

By: /s/ David Dubrow

David Dubrow
1675 Broadway
New York, NY 10019
Phone : (212) 484-3957
Fax: (212) 484-3990
Counsel for The Vanguard Group, as member of the
Committee

VINSON & ELKINS LLP

By: /s/ Dov Kleiner

Dov Kleiner
666 Fifth Avenue
New York, New York 10103-0040
Phone : (212) 237-0000
Fax: (212) 237-0100
Counsel for Shinsei Bank, Limited, as former
member of the Committee

EXHIBIT A

Summary of Fees and Expenses

**SUMMARY OF FEES AND EXPENSES IN CONNECTION WITH OMNIBUS
APPLICATION OF (I) INDIVIDUAL MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS AND (II) INDENTURE TRUSTEES PURSUANT TO
SECTION 1129(a)(4), OR, ALTERNATIVELY, SECTIONS 503(b)(3)(D) AND 503(b)(4)
OF BANKRUPTCY CODE FOR PAYMENT OF FEES AND REIMBURSEMENT OF
EXPENSES**

Committee Member	Fees	Expenses	Total Fees and Expenses
Wilmington Trust Company	\$2,569,577.50	\$696,949.14	\$3,266,526.64
Wilmington Trust Company – Loeb & Loeb, LLP	\$394,029.00	\$8,208.25	\$402,237.25
Wilmington Trust Company – Covington & Burling	\$7,788,744.00	\$68,759.56	\$7,857,503.56
Wilmington Trust Company – Citibank	\$96,000.00	\$0	\$96,000.00
The Bank of NY Mellon – Administration Fee	\$490,740.00	\$0	\$490,740.00
The Bank of NY Mellon – Sheppard Mullin	\$4,054,024.45	\$35,519.86	\$4,089,544.31
Mizuho Corporate Bank, Ltd. – Stroock & Stroock & Lavan	\$2,863,196.00	\$17,742.29	\$2,880,938.29
Metropolitan Life Insurance Co.	\$254,402.50	\$0	\$254,402.50
The Vanguard Group – Arent Fox LLP	\$1,346,234.50	\$21,221.17	\$1,367,455.67
U.S. Bank National Association	\$1,051,412.50	\$0	\$1,051,412.50
U.S. Bank National Association – Shipman & Goodwin, LLP	\$111,232.50	\$1,217.06	\$112,449.56
U.S. Bank National Association – Edwards Angell Palmer & Dodge, LLP	\$64,796.00	\$2,721.33	\$67,517.33
U.S. Bank National Association – Sullivan Worcester, LLP	\$1,752,369.00	\$12,928.39	\$1,765,297.39
Elliott Management Corp – Greenberg Traurig, LLP	\$1,308,655.60	\$53,841.86	\$1,362,497.46
Elliot Management Corp – Kleinberg, Kaplan, Wolff & Cohen, P.C.	\$1,142,094.00	\$11,425.69	\$1,153,519.69
Shinsei Bank, Limited – Vinson & Elkins LLP	\$71,460.00	\$1,614.06	\$73,074.06
Grand Total	\$25,358,967.55	\$932,148.66	\$26,291,116.21